

Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2016**
Open to Public Inspection

For calendar year 2016 or tax year beginning

10/01, 2016, and ending

09/30, 2017

Name of foundation **ANNA W THORNTON & ALEXANDER P THORNTON****A Employer identification number****75-6496915****CHARITABLE TRUST XXXXX6004****B Telephone number (see instructions)****866-888-5157**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

10 S DEARBORN IL1-0117

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60603**G Check all that apply:**☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H Check type of organization.** ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **2,054,036.******J Accounting method:** ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐**D 1. Foreign organizations, check here** ☐**2. Foreign organizations meeting the 85% test, check here and attach computation** ☐**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	42,219.	42,156.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	66,318.			
b Gross sales price for all assets on line 6a 449,940.				
7 Capital gain net income (from Part IV, line 2)		66,318.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	588.			STMT 2
12 Total Add lines 1 through 11	109,125.	108,474.		
13 Compensation of officers, directors, trustees, etc.	34,979.	20,987.		13,992.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	445.	445.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses: Add lines 13 through 23.	35,424.	21,432.	NONE	13,992.
25 Contributions, gifts, grants paid	83,000.			83,000.
26 Total expenses and disbursements Add lines 24 and 25	118,424.	21,432.	NONE	96,992.
27 Subtract line 26 from line 12	-9,299.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		87,042.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,688.	3,186.	3,186.
	2	Savings and temporary cash investments		57,065.	45,724.	45,724.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 4		879,030.	908,875.	1,250,129.
	c	Investments - corporate bonds (attach schedule) . STMT 8		598,341.	590,163.	586,456.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) STMT 10		192,655.	171,157.	168,541.
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,728,779.	1,719,105.	2,054,036.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)			NONE	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		1,728,779.	1,719,105.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		1,728,779.	1,719,105.		
31	Total liabilities and net assets/fund balances (see instructions)		1,728,779.	1,719,105.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,728,779.
2	Enter amount from Part I, line 27a	2	-9,299.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,719,480.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	375.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,719,105.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 449,940.		383,622.	66,318.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			66,318.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	66,318.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	110,025.	1,960,315.	0.056126
2014	105,898.	2,112,303.	0.050134
2013	97,017.	2,143,492.	0.045261
2012	101,162.	2,042,393.	0.049531
2011	86,338.	1,958,127.	0.044092
2 Total of line 1, column (d)			2 0.245144
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.049029
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,982,577.
5 Multiply line 4 by line 3.			5 97,204.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 870.
7 Add lines 5 and 6.			7 98,074.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 96,992.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,741.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	NONE
3	Add lines 1 and 2	3	1,741.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,741.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	308.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	308.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,433.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be. Credited to 2017 estimated tax ☐ NONE Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► JP MORGAN CHASE BANK, N.A. Telephone no. ► (866) 888-5157 Located at ► 10 S DEARBORN ST; MC; IL 1-0117, CHICAGO, IL ZIP+4 ► 60603		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, N.A. 10 S DEARBORN ST, MC; IL 1-0117, CHICAGO, IL 60603	TRUSTEE 2	34,979	- 0 -	- 0 -

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,907,492.
b	Average of monthly cash balances	1b	105,277.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,012,769.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,012,769.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,192.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,982,577.
6	Minimum investment return. Enter 5% of line 5	6	99,129.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	99,129.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,741.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,741.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,388.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	97,388.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	97,388.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	96,992.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,992.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,992.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				97,388.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			82,733.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>96,992.</u>				
a Applied to 2015, but not more than line 2a			82,733.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				14,259.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				83,129.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 11

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CASSATA HIGH SCHOOL 1400 HEMPHILL ST FORT WORTH TX 76104	NONE	PC	GENERAL	20,000.
FORT WORTH COUNTRY DAY SCHOOL INC. 4200 COUNTRY DAY LN Fort Worth TX 76109	NONE	PC	GENERAL	20,000.
KIDLINKS 144 NW 80TH ST Seattle WA 98117	NONE	PC	GENERAL	18,000.
BOTANICAL RESEARCH INSTITUTE OF TEXAS INC. 509 PECAN ST Fort Worth TX 76102	NONE	PC	GENERAL	25,000.
Total			3a	83,000.
b Approved for future payment				
Total			3b	

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

JSA
6E1492 1 000

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	4,839.	4,839
NONDIVIDEND DISTRIBUTIONS	63.	
DOMESTIC DIVIDENDS	11,735.	11,735.
OTHER INTEREST	629.	629.
CORPORATE INTEREST	1,618.	1,618
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	6,326.	6,326.
NONQUALIFIED FOREIGN DIVIDENDS	20.	20.
NONQUALIFIED DOMESTIC DIVIDENDS	16,989.	16,989.
	-----	-----
TOTAL	42,219.	42,156.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TAX REFUND	637.
DEFERRED INCOME	-49.

TOTALS	588.
	=====

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	85.	85.
FOREIGN TAXES ON QUALIFIED FOR	358.	358.
FOREIGN TAXES ON NONQUALIFIED	2.	2.
	-----	-----
TOTALS	445.	445.
	=====	=====

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
00206R102 AT&T INC	3,793.	4,309.
026874784 AMERICAN INTERNATIONAL	3,973	4,297.
060505104 BANK OF AMERICA CORP	3,529.	8,362.
064058100 BANK OF NEW YORK MEL	2,059.	2,492.
084670702 BERKSHIRE HATHAWAY I	4,719.	5,133.
09247X101 BLACKROCK INC	1,983.	2,683.
172967424 CITIGROUP INC	6,246.	10,256.
38141G104 GOLDMAN SACHS GROUP	2,709.	4,269.
416515104 HARTFORD FINANCIAL S	2,952.	4,379.
45866F104 INTERCONTINENTAL EXC	1,863.	2,198.
493267108 KEYCORP	1,893.	3,237.
59156R108 METLIFE INC	2,461.	2,701.
617446448 MORGAN STANLEY	6,100.	11,031.
693475105 PNC FINANCIAL SERVIC	1,911.	2,022.
78486Q101 SVB FINANCIAL GROUP	2,008.	2,993.
808513105 SCHWAB (CHARLES) COR	2,155.	3,324.
92826C839 VISA INC-CLASS A SHA	3,148.	4,315.
949746101 WELLS FARGO & CO	4,334.	9,872.
002824100 ABBOTT LABORATORIES	2,071.	2,561.
015351109 ALEXION PHARMACEUTIC	1,241.	1,543.
09062X103 BIOGEN INC	1,120.	3,131.
101137107 BOSTON SCIENTIFIC CO	4,388.	5,863.
110122108 BRISTOL-MYERS SQUIBB	4,093.	5,928.
125509109 CIGNA CORP	2,132.	2,243.
125896100 CMS ENERGY CORP	2,189.	2,918.
151020104 CELGENE CORP	1,857.	4,666.
16119P108 CHARTER COMMUNICATIO	4,237.	6,178.
20030N101 COMCAST CORP-CLASS A	866.	3,925.
254687106 WALT DISNEY CO/THE	9,645.	9,463.

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
25470M109 DISH NETWORK CORP-A	2,488.	2,712.
375558103 GILEAD SCIENCES INC	2,672.	2,269.
437076102 HOME DEPOT INC	1,825.	7,851.
500754106 THE KRAFT HEINZ CO	3,265.	3,024.
532457108 ELI LILLY & CO	5,268.	5,646.
548661107 LOWE'S COS INC	1,462.	5,916.
57636Q104 MASTERCARD INC-CLASS	2,674.	9,884.
58933Y105 MERCK & CO. INC.	3,980.	4,034.
60871R209 MOLSON COORS BREWING	3,359.	3,511.
65339F101 NEXTERA ENERGY INC	2,129.	2,491.
654106103 NIKE INC -CL B	1,853.	1,659.
67103H107 O'REILLY AUTOMOTIVE	4,658.	3,877.
713448108 PEPSICO INC	5,133.	5,906.
717081103 PFIZER INC	8,347.	8,747.
872540109 TJX COMPANIES INC	4,311.	4,792.
90130A101 TWENTY-FIRST CENTURY	3,071.	2,585.
91324P102 UNITEDHEALTH GROUP I	4,272.	13,514.
92210H105 VANTIV INC - CL A	2,017.	1,973.
92532F100 VERTEX PHARMACEUTICA	1,052.	3,193.
931427108 WALGREENS BOOTS ALLI	1,786.	1,699.
00846U101 AGILENT TECHNOLOGIES	3,956.	4,943.
260543103 DOW CHEMICAL CO/THE		
277432100 EASTMAN CHEMICAL CO	2,713.	3,801.
369550108 GENERAL DYNAMICS COR	3,695.	4,728.
369604103 GENERAL ELECTRIC CO	6,751.	6,021.
438516106 HONEYWELL INTERNATIO	4,233.	11,197.
573284106 MARTIN MARIETTA MATE	2,699.	3,300.
574599106 MASCO CORP	1,232.	4,135.
609207105 MONDELEZ INTERNATIONAL	4,081.	5,489.

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
655844108 NORFOLK SOUTHERN COR	1,309.	1,455.
666807102 NORTHROP GRUMMAN COR	3,309.	4,028.
718172109 PHILIP MORRIS INTERN	6,828.	6,661.
854502101 STANLEY BLACK & DECK	4,315.	6,643.
907818108 UNION PACIFIC CORP	4,348.	5,103.
910047109 UNITED CONTINENTAL H	2,076.	3,166.
96208T104 WEX INC	2,040.	2,469.
00724F101 ADOBE SYSTEMS INC	1,355.	5,967.
02079K107 ALPHABET INC/CA-CL C	6,296.	14,387.
02079K305 ALPHABET INC/CA-CL A	3,340.	6,816.
023135106 AMAZON.COM INC	5,451.	12,498.
032654105 ANALOG DEVICES INC	3,130.	4,222.
037833100 APPLE INC	2,785.	21,269.
30303M102 FACEBOOK INC-A	4,670.	9,740.
31620M106 FIDELITY NATIONAL IN	3,296.	4,856.
594918104 MICROSOFT CORP	6,538.	18,846.
595017104 MICROCHIP TECHNOLOGY	2,328.	2,873.
882508104 TEXAS INSTRUMENTS IN	3,618.	6,096.
98138H101 WORKDAY INC-CLASS A	1,485.	1,897.
032511107 ANADARKO PETROLEUM C	2,945.	2,052.
20605P101 CONCHO RESOURCES INC	3,385.	3,556.
25278X109 DIAMONDBACK ENERGY I	2,493.	2,351.
26875P101 EOG RESOURCES INC	7,055.	8,223.
26884L109 EQT CORP	2,878.	2,610.
65473P105 NISOURCE INC	1,814.	3,224.
674599105 OCCIDENTAL PETROLEUM	8,316.	7,834.
723787107 PIONEER NATURAL RESO	4,690.	4,869.
413838723 OAKMARK INTERNATIONAL	105,150.	118,827.
46432F842 ISHARES CORE MSCI EA	62,216.	65,197.

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
46636U876 JPM EQ INC FD - R6 F	14,617.	23,289.
48121L841 JPM LARGE CAP GRWTH	20,686.	37,640.
77956H435 T ROWE PR OVERSEAS S	37,912.	51,418.
78462F103 SPDR S&P 500 ETF TRU	62,718.	94,211.
26078J100 DOWDUPONT INC	8,100.	9,554.
G0176J109 ALLEGION PLC	2,749.	3,632.
G0177J108 ALLERGAN PLC	9,669.	7,788.
G1151C101 ACCENTURE PLC-CL A	3,272.	5,268.
G47791101 INGERSOLL-RAND PLC	4,443.	4,637.
H1467J104 CHUBB LTD	3,440.	7,555.
Y09827109 BROADCOM LTD	1,885.	12,370.
94106B101 WASTE CONNECTIONS IN	2,422.	3,358.
04314H857 ARTISAN INTL VALUE F	32,680.	50,250.
115233579 BROWN ADV JAPAN ALPH	18,963.	22,127.
464287465 ISHARES MSCI EAFE IN	131,917.	157,367.
46637K513 JPM GLBL RES ENH IND	94,900.	123,986.
G27823106 DELPHI AUTOMOTIVE PL	2,386.	2,755.
TOTALS	908,875.	1,250,129.
	=====	=====

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
552746364 MFS EMERGING MKTS DE	39,308.	39,570.
256210105 DODGE & COX INCOME F	40,000.	40,262.
4812C0126 JPM HIGH YIELD FD -	77,044.	75,680.
48121L809 JPM INFLATION MGD BD	39,185.	38,000.
258620103 DOUBLELINE TOTL RET	50,659.	49,207.
410227813 JOHN HANCOCKINC FD -	59,500.	59,821.
3133XMQ87 FHLB 5% 11/17/17	10,157.	10,048.
912828RE2 US TREAS 1.5% 08/31/	41,306.	40,047.
912828UA6 US TREAS 0.625% 11/3	4,988.	4,996.
912828UR9 US TREAS 0.75% 02/28	4,927.	4,991.
912828JR2 US TREAS 3.75% 11/15	5,459.	5,130.
912828KD1 US TREAS 2.75% 02/15	5,298.	5,090.
912828TH3 US TREAS 0.875% 07/3	9,651.	9,895.
912828LY4 US TREAS 3.375% 11/1	14,636.	15,585.
912828UL2 US TREAS 1.375% 01/3	5,041.	4,981.
912828ND8 US TREAS 3.5% 05/15/	5,422.	5,248.
912828NT3 US TREAS 2.625% 08/1	5,282.	5,141.
912828PC8 US TREAS 2.625% 11/1	5,170.	5,145.
912828PX2 US TREAS 3.625% 02/1	36,992.	37,211.
912828WN6 US TREAS 2% 05/31/21	10,233.	10,087.
912828RC6 US TREAS 2.125% 08/1	5,103.	5,062.
912828RR3 US TREAS 2% 11/15/21	10,427.	10,074.
912828SF8 US TREAS 2% 02/15/22	24,094.	25,155.
912828SV3 US TREAS 1.75% 05/15	5,071.	4,972.
912828TJ9 US TREAS 1.625% 08/1	4,663.	4,935.
912828UN8 US TREAS 2% 02/15/23	10,398.	10,003.
313382AX1 FHLB 2.125% 03/10/23	9,723.	10,037.
912828VS6 US TREAS 2.5% 08/15/	5,321.	5,127.
912828WE6 US TREAS 2.75% 11/15	5,409.	5,195.

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STATEMENT 8

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
912828B66 US TREAS 2.75% 02/15	5,166.	5,191.
912828D56 US TREAS 2.375% 08/1	5,067.	5,069.
3135G0ZR7 FNMA 2.625% 09/06/24	5,064.	5,113.
912828G38 US TREAS 2.25% 11/15	5,015.	5,023.
912828K74 US TREAS 2% 08/15/25	4,895.	4,912.
912828R36 US TREAS 1.625% 05/1	4,814.	4,740.
3135G0Q22 FNMA 1.875% 09/24/26	4,624.	4,745.
912828V98 US TREAS 2.25% 02/15	5,051.	4,968.
	-----	-----
TOTALS	590,163.	586,456.
	=====	=====

ANNA W THORNTON & ALEXANDER P THORNTON

75-6496915

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
00771X435 CHILTON STRATEGIC EU	C	29,250.	31,801.
12628J881 CRM LONG/SHORT OPPOR	C	29,250.	30,334.
00191K609 AQR MANAGED FUTURES	C	19,500.	18,296.
29446A819 EQUINOX CAMPBELL STR	C	31,426.	28,244.
72201M487 PIMCO UNCONSTRAINED	C	61,731.	59,866.
TOTALS		----- 171,157.	----- 168,541.
		=====	=====

ANNA W THORNTON & ALEXANDER P THORNTON
FORM 990PF, PART XV - LINES 2a - 2d

75-6496915

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RECIPIENT NAME:

KONNIE DARROW, C/O JP MORGAN CHASE BANK, NA

ADDRESS:

420 THROCKMORTON, FL 3

FORT WORTH, TX 76102

RECIPIENT'S PHONE NUMBER: 817-884-4772

FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS PROVIDING WOMEN'S AND CHILDREN'S

CHILDREN'S SERVICES IN TARRANT COUNTY

RECEIVE FIRST PRIORITY

STATEMENT 11